UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002

Estimated average burden

REGEIV hoursper response.. . 1

2002

NOTICE OF SALE OF SECURITIES, PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

(if different from Executive Offices) Same as above

Prefix Serial ĎĄTE RECEIVED

Name of Offering (check if this is an an	endment and name h	as changed, and inc	dicate change.)		ATTIVISMENT AND ATTIVISMENT AN
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6) []ULOE
Type of Filing: [X] New Filing [] Ar	nendment				
	A. BASIC IDE	NTIFICATION DATA	A	0206	
Enter the information requested about	ut the issuer			F	POCESSE
Name of Issuer (check if this is an ame Medsphere International, Inc.	ndment and name has	changed, and indic	ciate change.)	P	PROCESSE OCT 1 0 2002 THOMSON FINANCIAL
Address of Executive Offices (Nun 5034 Xavier Common, Fremont, CA 94	nber and Street, City, 9	State, Zip Code)	Telephone Num	ber (Including Area (Code)
Address of Principal Business Operatio	ns (Number and Stre	et, City, State, Zip (Code) Telephone	e Number (Including	Area

Type of Business Organization									
[X] corporation	[] lin	nited pa	rtnership, ali	ready formed	t	[] other (pleas	e specify):	
[] business trust	[]lin	nited pa	rtnership, to	be formed					
			Month	Year					» •••
Actual or Estimated Date of Inco	orporation or		[0]4]	[9]9]			[X] Actual	[] Estima	ated
Jurisdiction of Incorporation or C	Organization: (CN	Enter tw for Cana	vo-letter U.S ada; FN for o	. Postal Servother foreign	rice abbreviati jurisdiction)	on for Sta	te:]		_
		A. BAS	SIC IDENTIF	CATION DA	ATA			e	•••
o management of	ed for the follo	wina:							
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 Each beneficial owne of equity securities of Each executive office issuers; and Each general and ma 	issuer, if the ir having the p the issuer; r and director naging partne	issuer hi ower to of corpo	vote or disponent	ose, or direc and of corpo ers.	t the vote or d	isposition	ging partners c	f partnershi	p - General and Managing
Each promoter of the Each beneficial owne of equity securities of Each executive office issuers; and Each general and ma Check Box(es) that Apply: [Full Name (Last name first, if income	issuer, if the ir having the p the issuer; r and director naging partne Promoter dividual)	issuer hisower to of corporar of part	vote or disponante issuers inership issu Beneficial Owner	ose, or direct and of corporers.	t the vote or d	isposition	ging partners c	f partnershi	p - General and Managing

Full Name (Last name first, if individual)

Kao, Shih-Chieh

Business or Residence Address (Number and Street, City, State, Zip Code)	
10719 Ashby Avenue, Los Angeles, CA 90064	
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] Gene Mana Partr	eral and/or aging ner
Full Name (Last name first, if individual)	
Chen, Mark C.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1632 Martin Avenue, Sunnyvale, CA 94087	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] Gene Mane Partn	
Full Name (Last name first, if individual)	
Cheng, David M.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
10066 Bret Avenue, Cupertino, CA 95014	
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] Gene Mana Partn	
Full Name (Last name first, if individual)	
Jeng, John W.	
Business or Residence Address (Number and Street, City, State, Zip Code)	

10066 Bret Avenue, Cupertino, CA 95014

***************************************	of Associate	d Broker or	Dealer								
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	1	C. OFFERI	NG PRICE,	NUMBER (OF INVEST	ORS, EXPE	NSES AND	USE OF P	ROCEEDS			
if answe	er is "none"	or "zero." If	the transac	tion is an e		fering, chec	k this box "	mount alrea and indicate			**************************************	
Ту	pe of Secur	ity								Aggr Offer Price		Amount Already Sold
										\$		\$
	•				•••••					\$ <u>132</u>	<u>,500</u>	\$ <u>132,500</u>
[] Con	•	x] Preferred										
		•	•	,						\$		\$
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	Tota!				•••••	••••				\$ <u>132</u>	,500	\$ <u>132,500</u>
2. Enter	the numbe		ted and nor	n-accredited	f investors v			ecurities in ti				
have pu								the number al lines. Ent				
										Num Inves		Aggregate Dollar Amount of Purchases
						•				<u>6</u>		\$ <u>132,500</u>
					•••••					-		\$
Т	otal (for filin	ngs under R	ule 504 only	y)								\$
Answer	also in App	endix, Colu	mn 4, if filin	g under UL	OE.							
issuer, t	o date, in o		he types inc	dicated, the	twelve (12)			or all securi				
•	pe of offerir	_								Type Secu		Dollar Amount Sold
					•••••							\$
												\$
												\$
Т	otal					••••						\$

^{4.} a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Printing and Engraving Costs		[] \$
Legal Fees		[x] \$500.00
Accounting Fees		[] \$
Engineering Fees		[] \$
Sales Commissions (specify finders' fees separately)		[] \$
Other Expenses (identify)		[] \$
Total		[] \$500.00
Enter the difference between the aggregate offering price giver rnished in response to Part C - Question 4.a. This difference is		\$132,00
Indicate below the amount of the adjusted gross proceeds to the ach of the purposes shown. If the amount for any purpose is not be to the left of the estimate. The total of the payments listed must e issuer set forth in response to Part C - Question 4.b above.	t known, furnish an estimate and check the	
	Payments to Officers, Directors, &	Payments
	Affiliates	Others
Salaries and fees	E 1 *	
Purchase of real estate	[]\$	_ []\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[1\$	[]\$
Acquisition of other businesses (including the value of	L J V	_ [] 4
securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	_ []\$
Repayment of indebtedness	[]\$	[]\$
Working capital		
Other (specify):	[]\$	
	[]\$	_ []\$
Column Totals	[]\$	_ []\$
Total Payments Listed (column totals added)	[X] \$132,500	
		[]\$
D. FEDERAL S	SIGNATURE	
D. FEDERAL	SIGNATURE	all-hadrachada
D. FEDERAL some issuer has duly caused this notice to be signed by the underson written request of its staff, the information furnished by the issue of Rule 502.	signed duly authorized person. If this notice is filed under I uer to furnish to the U.S. Securities and Exchange Commi	ssion,
ne issuer has duly caused this notice to be signed by the unders 5, the following signature constitutes an undertaking by the issue the instruction with the sign of the sign	signed duly authorized person. If this notice is filed under I uer to furnish to the U.S. Securities and Exchange Commi	ssion,
ne issuer has duly caused this notice to be signed by the unders 15, the following signature constitutes an undertaking by the issue that the information furnished by the issue (2) of Rule 502.	signed duly authorized person. If this notice is filed under fuer to furnish to the U.S. Securities and Exchange Commissuer to any non-accredited investor pursuant to paragraph	ssion,
ne issuer has duly caused this notice to be signed by the unders of the following signature constitutes an undertaking by the issues with the request of its staff, the information furnished by the is (2) of Rule 502.	signed duly authorized person. If this notice is filed under Euer to furnish to the U.S. Securities and Exchange Commissuer to any non-accredited investor pursuant to paragrap	ssion,
ne issuer has duly caused this notice to be signed by the unders 15, the following signature constitutes an undertaking by the issue that the information furnished by the issue (2) of Rule 502. Suer (Print or Type) Medsphere International, Inc.	signed duly authorized person. If this notice is filed under fuer to furnish to the U.S. Securities and Exchange Commissuer to any non-accredited investor pursuant to paragraph Signature Cr P	ssion,

1. Is a	ny party (17 CFR 230.262 pre		•	ualification provisions	s of such rule	?	Yes	N [
			See A	ppendix, Colum	n 5, for state res	sponse.				
			nereby undertakes to 0) at such times as r			or of any state in which	h this notice	is filed, a noti	ce	٠
	undersig uer to off		nereby undertakes to	furnish to the st	tate administrato	ors, upon written reque	est, informati	on furnished	by	
Uniform	n limited	Offering Exe	emption (ULOE) of th	ie state in which	this notice is file	ns that must be satisf ed and understands the s have been satisfied.	hat the issue		;	
			tification and knows t thorized person.	the contents to t	pe true and has	duly caused this notic	e to be signe	ed on its beha	alf	
Issuer	(Print or	Type)	anno anno marcha anno anno anno anno anno anno anno an		Sign	nature	Date			Verezero
Meds	phere Int	ternational, I	nc.			CIR Ch	M 9/27	7/02		
Name	of Signer	(Print or Ty	pe)		Title	(Print d(Type)	, /		***************************************	***************************************
C. P	. Chang				Issu	er's Counsel	V			
<u> </u>		<u></u>	21 00 00 00 00 00 00 00 00 00 00 00 00 00		2.00. 2	<u> </u>			***************************************	
Instruc	tion:									
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				400	TABLY					
				APPI	ENDIX					
1	2		3	4				5		***************************************
	investo	to sell accredited ors in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of inver amount purc (Part C-Item	hased in State			Disqualific under Stat (if yes, atta explanatio waiver gra (Part E-Ite	te ULOE ach in of inted)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL										
AK										
AZ -	-								_	*************
AR	-		Carita						_	·
CA	×		Equity \$132,500	6	\$132,500				Х	

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